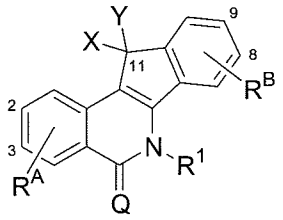
IN THE CLAIMS

Under 37 C.F.R. § 1.121(c), please amend the claims as indicated below; a complete listing of the claims is provided pursuant to 37 C.F.R. § 1.121(c)(1):

1. (Currently amended) A compound of the formula:



wherein

Q is oxygen or sulfur;

X is hydrogen and Y is ~~CHR^2R^3, NHR^2~~, $NHOR^2$, or $NHNR^2R^3$; or X and Y are taken together to form $=CR^2R^3$; $=NR^2$; $=NOR^2$; or $=NNR^2R^3$;

R^1, R^2, and R^3 are each independently selected from the group consisting of hydrogen and a radical $-(CH_2)_mZ$, where m is an integer from 0-6 and Z is selected from the group consisting of halogen, hydroxy, formyl, C_1-C_6 alkanoyloxy, optionally substituted benzoyloxy, C_1-C_6 alkyl, C_1-C_6 alkoxy, C_3-C_8 cycloalkyl, C_3-C_8 cycloalkoxy, C_2-C_6 alkenyl, C_2-C_6 alkynyl, C_1-C_6 haloalkyl, C_1-C_6 haloalkoxy, C_3-C_8 halocycloalkyl, C_3-C_8 halocycloalkoxy, amino, C_1-C_6 alkylamino, (C_1-C_6 alkyl)(C_1-C_6 alkyl)amino, alkylcarbonylamino, N-(C_1-C_6 alkyl)alkylcarbonylamino, aminoalkyl, C_1-C_6 alkylaminoalkyl, (C_1-C_6 alkyl)(C_1-C_6 alkyl)aminoalkyl, alkylcarbonylaminoalkyl, N-(C_1-C_6 alkyl)alkylcarbonylaminoalkyl, cyano, nitro, C_1-C_6 alkylsulfonyl, optionally substituted phenyl, optionally substituted phenoxy, and optionally substituted heteroaryl; or Z is selected from the group consisting of $-N_3$, $-CO_2R^4$, $-CONR^5R^6$, $-P(O)(OR^4)_2$, $-P(O)(NR^4R^5)_2$, and $-P(O)(NR^4R^5)(OR^4)$, where R^4, R^5, and R^6 are each independently selected in each occurrence from the group consisting of hydrogen, C_1-C_6 alkyl, C_3-C_8 cycloalkyl, C_1-C_6 haloalkyl, optionally substituted phenyl, and optionally substituted phenyl-C_1-C_6 alkyl; or

when X and Y are taken together to form $=NNR^2R^3$, R^2 and R^3 are taken together with the attached nitrogen to form an optionally substituted heterocycle;

providing that Y and R^1 are not both alkyl;

R^A represents 1-4 substituents each independently selected from the group consisting of hydrogen and a radical $-(CH_2)_{m'}Z'$, where m′ is an integer from 0-6 and Z′ is selected from the group consisting of halogen, hydroxy, C_1-C_6 alkanoyloxy, optionally substituted benzoyloxy, C_1-C_6 alkyl, C_1-C_6 alkoxy, C_3-C_8 cycloalkyl, C_3-C_8 cycloalkoxy, C_2-C_6 alkenyl, C_2-C_6 alkynyl, C_1-C_6 haloalkyl, C_1-C_6 haloalkoxy, C_3-C_8 halocycloalkyl, C_3-C_8 halocycloalkoxy, amino, C_1-C_6 alkylamino, (C_1-C_6 alkyl)(C_1-C_6 alkyl)amino, alkylcarbonylamino, N-(C_1-C_6 alkyl)alkylcarbonylamino, aminoalkyl, C_1-C_6 alkylaminoalkyl, (C_1-C_6 alkyl)(C_1-C_6 alkyl)aminoalkyl, alkylcarbonylaminoalkyl, N-(C_1-C_6 alkyl)alkylcarbonylaminoalkyl, cyano, nitro, C_1-C_6 alkylsulfonyl, optionally substituted phenyl, optionally substituted phenoxy, and optionally substituted heteroaryl; or Z′ is selected from the group consisting of $-N_3$, $-CO_2R^{4'}$, $-CONR^{5'}R^{6'}$, $-P(O)(OR^{4'})_2$, $-P(O)(NR^{4'}R^{5'})_2$, and $-P(O)(NR^{4'}R^{5'})(OR^{4'})$, where $R^{4'}$, $R^{5'}$, and $R^{6'}$ are each independently selected in each occurrence from the group consisting of hydrogen, C_1-C_6 alkyl, C_3-C_8 cycloalkyl, C_1-C_6 haloalkyl, optionally substituted phenyl, and optionally substituted phenyl-C_1-C_6 alkyl; or

R^A represents 2-4 substituents where 2 of said substituents are adjacent substituents and are taken together with the attached carbons to form an optionally substituted carbocycle or an optionally substituted heterocycle, and the remaining 2 substituents are each independently selected from the group consisting of hydrogen and a radical $-(CH_2)_{m'}Z'$, where m′ is an integer from 0-6 and Z′ is selected from the group consisting of halogen, hydroxy, C_1-C_6 alkanoyloxy, optionally substituted benzoyloxy, C_1-C_6 alkyl, C_1-C_6 alkoxy, C_3-C_8 cycloalkyl, C_3-C_8 cycloalkoxy, C_2-C_6 alkenyl, C_2-C_6 alkynyl, C_1-C_6 haloalkyl, C_1-C_6 haloalkoxy, C_3-C_8 halocycloalkyl, C_3-C_8 halocycloalkoxy, amino, C_1-C_6 alkylamino, (C_1-C_6 alkyl)(C_1-C_6 alkyl)amino, alkylcarbonylamino, N-(C_1-C_6 alkyl)alkylcarbonylamino, aminoalkyl, C_1-C_6 alkylaminoalkyl, (C_1-C_6 alkyl)(C_1-C_6 alkyl)aminoalkyl, alkylcarbonylaminoalkyl, N-(C_1-C_6 alkyl)alkylcarbonylaminoalkyl, cyano, nitro, C_1-C_6 alkylsulfonyl, optionally substituted phenyl, optionally substituted phenoxy, and optionally substituted heteroaryl; or Z′ is selected from the group consisting of $-N_3$, $-CO_2R^{4'}$, $-CONR^{5'}R^{6'}$, $-P(O)(OR^{4'})_2$, $-P(O)(NR^{4'}R^{5'})_2$, and $-P(O)(NR^{4'}R^{5'})(OR^{4'})$, where $R^{4'}$, $R^{5'}$, and $R^{6'}$ are each independently selected in each occurrence from the group consisting of hydrogen, C_1-C_6 alkyl, C_3-C_8 cycloalkyl, C_1-C_6 haloalkyl, optionally substituted phenyl, and optionally substituted phenyl-C_1-C_6 alkyl; and

R^B represents 1-4 substituents each independently selected from the group consisting of hydrogen and a radical $-(CH_2)_{m''}Z''$, where m'' is an integer from 0-6 and Z'' is selected from the group consisting of halogen, hydroxy, C_1-C_6 alkanoyloxy, optionally substituted benzoyloxy, C_1-C_6 alkyl, C_1-C_6 alkoxy, C_3-C_8 cycloalkyl, C_3-C_8 cycloalkoxy, C_2-C_6 alkenyl, C_2-C_6 alkynyl, C_1-C_6 haloalkyl, C_1-C_6 haloalkoxy, C_3-C_8 halocycloalkyl, C_3-C_8 halocycloalkoxy, amino, C_1-C_6 alkylamino, (C_1-C_6 alkyl)(C_1-C_6 alkyl)amino, alkylcarbonylamino, N-(C_1-C_6 alkyl)alkylcarbonylamino, aminoalkyl, C_1-C_6 alkylaminoalkyl, (C_1-C_6 alkyl)(C_1-C_6 alkyl)aminoalkyl, alkylcarbonylaminoalkyl, N-(C_1-C_6 alkyl)alkylcarbonylaminoalkyl, cyano, nitro, C_1-C_6 alkylsulfonyl, optionally substituted phenyl, optionally substituted phenoxy, and optionally substituted heteroaryl; or Z'' is selected from the group consisting of $-N_3$, $-CO_2R^{4''}$, $-CONR^{5''}R^{6''}$, $-P(O)(OR^{4''})_2$, $-P(O)(NR^{4''}R^{5''})_2$, and $-P(O)(NR^{4''}R^{5''})(OR^{4''})$, where $R^{4''}$, $R^{5''}$, and $R^{6''}$ are each independently selected in each occurrence from the group consisting of hydrogen, C_1-C_6 alkyl, C_3-C_8 cycloalkyl, C_1-C_6 haloalkyl, optionally substituted phenyl, and optionally substituted phenyl-C_1-C_6 alkyl; or

R^B represents 2-4 substituents where 2 of said substituents are adjacent substituents and are taken together with the attached carbons to form an optionally substituted carbocycle or an optionally substituted heterocycle, and the remaining 2 substituents are each independently selected from the group consisting of hydrogen and a radical $-(CH_2)_{m''}Z''$, where m'' is an integer from 0-6 and Z'' is selected from the group consisting of halogen, hydroxy, C_1-C_6 alkanoyloxy, optionally substituted benzoyloxy, C_1-C_6 alkyl, C_1-C_6 alkoxy, C_3-C_8 cycloalkyl, C_3-C_8 cycloalkoxy, C_2-C_6 alkenyl, C_2-C_6 alkynyl, C_1-C_6 haloalkyl, C_1-C_6 haloalkoxy, C_3-C_8 halocycloalkyl, C_3-C_8 halocycloalkoxy, amino, C_1-C_6 alkylamino, (C_1-C_6 alkyl)(C_1-C_6 alkyl)amino, alkylcarbonylamino, N-(C_1-C_6 alkyl)alkylcarbonylamino, aminoalkyl, C_1-C_6 alkylaminoalkyl, (C_1-C_6 alkyl)(C_1-C_6 alkyl)aminoalkyl, alkylcarbonylaminoalkyl, N-(C_1-C_6 alkyl)alkylcarbonylaminoalkyl, cyano, nitro, C_1-C_6 alkylsulfonyl, optionally substituted phenyl, optionally substituted phenoxy, and optionally substituted heteroaryl; or Z'' is selected from the group consisting of $-N_3$, $-CO_2R^{4''}$, $-CONR^{5''}R^{6''}$, $-P(O)(OR^{4''})_2$, $-P(O)(NR^{4''}R^{5''})_2$, and $-P(O)(NR^{4''}R^{5''})(OR^{4''})$, where $R^{4''}$, $R^{5''}$, and $R^{6''}$ are each independently selected in each occurrence from the group consisting of hydrogen, C_1-C_6 alkyl, C_3-C_8 cycloalkyl, C_1-C_6 haloalkyl, optionally substituted phenyl, and optionally substituted phenyl-C_1-C_6 alkyl. ~~is described.~~

2. (Original) The compound of claim 1, wherein X and Y are taken together to form $=CR^2R^3$.

3. (Original) The compound of claim 1, wherein X and Y are taken together to form $=CR^2R^3$, and the carbon-carbon double bond formed thereby is an E-double bond.

4. (Original) The compound of claim 1, wherein Z is selected from the group consisting of hydroxy, amino, C_1-C_6 alkylamino, and nitro.

5. (Original) The compound of claim 1, wherein Z′ is selected from the group consisting of C_1-C_6 alkoxy and nitro.

6. (Original) The compound of claim 1, wherein Z″ is selected from the group consisting of C_1-C_6 alkoxy and nitro.

7. (Original) The compound of claim 1, wherein X and Y are taken together to form $=CR^2R^3$; and R^2 is C_1-C_6 haloalkyl or aminoalkyl; and R^1 is hydrogen.

8. (Canceled)

9. (Original) The compound of claim 1, wherein R^B represents 2-4 substituents where 2 of the substituents are adjacent substituents and are taken together with the attached carbons to form an heterocycle selected from the group consisting of dioxolane and dioxane.

10. (Original) The compound of claim 1, wherein R^B represents 2-4 substituents where 2 of said substituents are adjacent substituents and are taken together with the attached carbons to form an optionally substituted heterocycle; and Z″ is selected from the group consisting of C_1-C_6 alkoxy and nitro.

11. (Original) The compound of claim 1, wherein Q is oxygen; and R^A is 2,3-bis(C_1-C_6 alkoxy).

12. (Original) The compound of claim 1, wherein Q is oxygen; and R^1 is C_1-C_6 alkyl, aminoalkyl, or C_1-C_6 haloalkyl.

13. (Original) The compound of claim 1, wherein Q is oxygen, R^A is 2,3-bis(C_1-C_6 alkoxy), R^B is 8,9-alkylenedioxy, and X and Y are taken together to form $=CR^2R^3$, where R^2 is hydrogen.

14. (Original) The compound of claim 1, wherein Q is oxygen, R^A is 2,3-bis(C_1-C_6 alkoxy), R^B is 8,9-alkylenedioxy, X and Y are taken together to form $=CR^2R^3$, R^2 is hydrogen, and R^1 is hydrogen, C_1-C_6 alkyl, C_3-C_8 cycloalkyl, C_1-C_6 haloalkyl, C_3-C_8 halocycloalkyl, amino-C_1-C_6 alkyl, C_1-C_6 alkylamino-C_1-C_6 alkyl, or (C_1-C_6 alkyl)(C_1-C_6 alkyl)amino-C_1-C_6 alkyl.

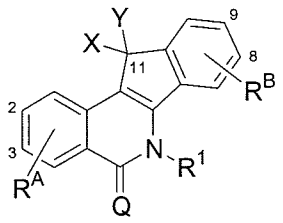
15.-23. (Canceled)

24. (Previously presented) A pharmaceutical composition comprising a compound of claim 1 and a pharmaceutically acceptable carrier, excipient, or diluent therefor.

25. (Currently amended) A method for treating a mammal in need of relief from ~~a disease state including~~ cancer, comprising administering to the mammal an effective amount of a compound according to claim 1.

26.-27. (Canceled)

28. (New) A compound of the formula:



wherein

Q is oxygen or sulfur;

X is hydrogen and Y is CHR^2R^3, NHR^2, $NHOR^2$, or $NHNR^2R^3$; or X and Y are taken together to form $=CR^2R^3$; $=NR^2$; $=NOR^2$; or $=NNR^2R^3$;

R^1, R^2, and R^3 are each independently selected from the group consisting of hydrogen and a radical $-(CH_2)_mZ$, where m is an integer from 0-6 and Z is selected from the group consisting of halogen, hydroxy, formyl, C_1-C_6 alkanoyloxy, optionally substituted benzoyloxy, C_1-C_6 alkyl, C_1-C_6 alkoxy, C_3-C_8 cycloalkyl, C_3-C_8 cycloalkoxy, C_2-C_6 alkenyl, C_2-C_6 alkynyl, C_1-C_6 haloalkyl, C_1-C_6 haloalkoxy, C_3-C_8 halocycloalkyl, C_3-C_8 halocycloalkoxy, amino, C_1-C_6 alkylamino, (C_1-C_6 alkyl)(C_1-C_6 alkyl)amino, alkylcarbonylamino, N-(C_1-C_6 alkyl)alkylcarbonylamino, aminoalkyl, C_1-C_6 alkylaminoalkyl, (C_1-C_6 alkyl)(C_1-C_6 alkyl)aminoalkyl, alkylcarbonylaminoalkyl, N-(C_1-C_6 alkyl)alkylcarbonylaminoalkyl, cyano, nitro, C_1-C_6 alkylsulfonyl, optionally substituted phenyl, optionally substituted phenoxy, and optionally substituted heteroaryl; or Z is selected from the group consisting of $-N_3$, $-CO_2R^4$, $-CONR^5R^6$, $-P(O)(OR^4)_2$, $-P(O)(NR^4R^5)_2$, and $-P(O)(NR^4R^5)(OR^4)$, where R^4, R^5, and R^6 are each independently selected in each occurrence from the group consisting of hydrogen, C_1-C_6 alkyl, C_3-C_8 cycloalkyl, C_1-C_6 haloalkyl, optionally substituted phenyl, and optionally substituted phenyl-C_1-C_6 alkyl; or

when X and Y are taken together to form $=NNR^2R^3$, R^2 and R^3 are taken together with the attached nitrogen to form an optionally substituted heterocycle;

providing that Y and R^1 are not both alkyl;

R^A represents 1-4 substituents each independently selected from the group consisting of hydrogen and a radical $-(CH_2)_{m'}Z'$, where m′ is an integer from 0-6 and Z′ is selected from the group consisting of halogen, hydroxy, C_1-C_6 alkanoyloxy, optionally substituted benzoyloxy, C_1-C_6 alkyl, C_1-C_6 alkoxy, C_3-C_8 cycloalkyl, C_3-C_8 cycloalkoxy, C_2-C_6 alkenyl, C_2-C_6 alkynyl, C_1-C_6 haloalkyl, C_1-C_6 haloalkoxy, C_3-C_8 halocycloalkyl, C_3-C_8 halocycloalkoxy, amino, C_1-C_6 alkylamino, (C_1-C_6 alkyl)(C_1-C_6 alkyl)amino, alkylcarbonylamino, N-(C_1-C_6 alkyl)alkylcarbonylamino, aminoalkyl, C_1-C_6 alkylaminoalkyl, (C_1-C_6 alkyl)(C_1-C_6 alkyl)aminoalkyl, alkylcarbonylaminoalkyl, N-(C_1-C_6 alkyl)alkylcarbonylaminoalkyl, cyano, nitro, C_1-C_6 alkylsulfonyl, optionally substituted phenyl, optionally substituted phenoxy, and optionally substituted heteroaryl; or Z′ is selected from the group consisting of $-N_3$, $-CO_2R^{4'}$, $-CONR^{5'}R^{6'}$, $-P(O)(OR^{4'})_2$, $-P(O)(NR^{4'}R^{5'})_2$, and $-P(O)(NR^{4'}R^{5'})(OR^{4'})$, where $R^{4'}$, $R^{5'}$, and $R^{6'}$ are each independently selected in each occurrence from the group consisting of hydrogen, C_1-C_6 alkyl, C_3-C_8 cycloalkyl, C_1-C_6 haloalkyl, optionally substituted phenyl, and optionally substituted phenyl-C_1-C_6 alkyl; or

R^A represents 2-4 substituents where 2 of said substituents are adjacent substituents and are taken together with the attached carbons to form an optionally substituted carbocycle or an optionally substituted heterocycle, and the remaining 2 substituents are each independently selected from the group consisting of hydrogen and a radical $-(CH_2)_{m'}Z'$, where m′ is an integer from 0-6 and Z′ is selected from the group consisting of halogen, hydroxy, C_1-C_6 alkanoyloxy, optionally substituted benzoyloxy, C_1-C_6 alkyl, C_1-C_6 alkoxy, C_3-C_8 cycloalkyl, C_3-C_8 cycloalkoxy, C_2-C_6 alkenyl, C_2-C_6 alkynyl, C_1-C_6 haloalkyl, C_1-C_6 haloalkoxy, C_3-C_8 halocycloalkyl, C_3-C_8 halocycloalkoxy, amino, C_1-C_6 alkylamino, (C_1-C_6 alkyl)(C_1-C_6 alkyl)amino, alkylcarbonylamino, N-(C_1-C_6 alkyl)alkylcarbonylamino, aminoalkyl, C_1-C_6 alkylaminoalkyl, (C_1-C_6 alkyl)(C_1-C_6 alkyl)aminoalkyl, alkylcarbonylaminoalkyl, N-(C_1-C_6 alkyl)alkylcarbonylaminoalkyl, cyano, nitro, C_1-C_6 alkylsulfonyl, optionally substituted phenyl, optionally substituted phenoxy, and optionally substituted heteroaryl; or Z′ is selected from the group consisting of $-N_3$, $-CO_2R^{4'}$, $-CONR^{5'}R^{6'}$, $-P(O)(OR^{4'})_2$, $-P(O)(NR^{4'}R^{5'})_2$, and $-P(O)(NR^{4'}R^{5'})(OR^{4'})$, where $R^{4'}$, $R^{5'}$, and $R^{6'}$ are each independently selected in each occurrence from the group consisting of hydrogen, C_1-C_6 alkyl, C_3-C_8 cycloalkyl, C_1-C_6 haloalkyl, optionally substituted phenyl, and optionally substituted phenyl-C_1-C_6 alkyl; and

R^B represents 2-4 substituents each independently selected from the group consisting of hydrogen and a radical $-(CH_2)_{m''}Z''$, where m'' is an integer from 0-6 and Z'' is selected from the group consisting of halogen, hydroxy, C_1-C_6 alkanoyloxy, optionally substituted benzoyloxy, C_1-C_6 alkyl, C_1-C_6 alkoxy, C_3-C_8 cycloalkyl, C_3-C_8 cycloalkoxy, C_2-C_6 alkenyl, C_2-C_6 alkynyl, C_1-C_6 haloalkyl, C_1-C_6 haloalkoxy, C_3-C_8 halocycloalkyl, C_3-C_8 halocycloalkoxy, amino, C_1-C_6 alkylamino, (C_1-C_6 alkyl)(C_1-C_6 alkyl)amino, alkylcarbonylamino, N-(C_1-C_6 alkyl)alkylcarbonylamino, aminoalkyl, C_1-C_6 alkylaminoalkyl, (C_1-C_6 alkyl)(C_1-C_6 alkyl)aminoalkyl, alkylcarbonylaminoalkyl, N-(C_1-C_6 alkyl)alkylcarbonylaminoalkyl, cyano, nitro, C_1-C_6 alkylsulfonyl, optionally substituted phenyl, optionally substituted phenoxy, and optionally substituted heteroaryl; or Z'' is selected from the group consisting of $-N_3$, $-CO_2R^{4''}$, $-CONR^{5''}R^{6''}$, $-P(O)(OR^{4''})_2$, $-P(O)(NR^{4''}R^{5''})_2$, and $-P(O)(NR^{4''}R^{5''})(OR^{4''})$, where $R^{4''}$, $R^{5''}$, and $R^{6''}$ are each independently selected in each occurrence from the group consisting of hydrogen, C_1-C_6 alkyl, C_3-C_8 cycloalkyl, C_1-C_6 haloalkyl, optionally substituted phenyl, and optionally substituted phenyl-C_1-C_6 alkyl; where 2 of said substituents are adjacent substituents and are taken together with the attached carbons to form an optionally substituted heterocycle.

29. (New) The compound of claim 28, wherein the heterocycle is selected from the group consisting of dioxolane and dioxane.

30. (New) The compound of claim 28, wherein Z is selected from the group consisting of hydroxy, amino, C_1-C_6 alkylamino, and nitro.

31. (New) The compound of claim 28, wherein Z' is selected from the group consisting of C_1-C_6 alkoxy and nitro.